

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

RECORDATION NO. 21228 FILED

FEB 23 '98

4-09PM

**FIRST  
UNION®**

February 20, 1998

**VIA FEDERAL EXPRESS**

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W.  
Room 704  
Washington, D.C. 20423-0001

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
FEB 23 4 09 PM '98

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 14, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

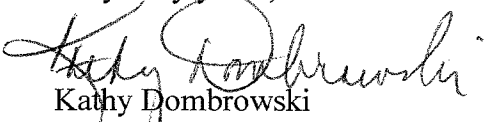
Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Arkansas, Louisiana & Mississippi Railroad Company  
128 Main Street, P.O. Box 757  
Crossett, AR 71635

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

  
Kathy Dombrowski  
Manager-Documentation

Enclosures

(ALM006/007)

FEB 23 '98

4-09PM

ASSIGN: ALM006/ALM007

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14<sup>th</sup> day of June, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Arkansas, Louisiana and Mississippi Railroad Company ("Lessee"), an Arkansas corporation.

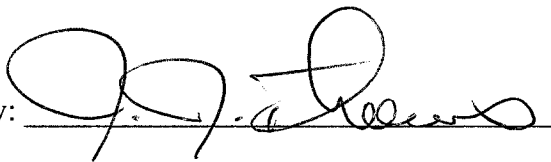
W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 14, 1996 whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

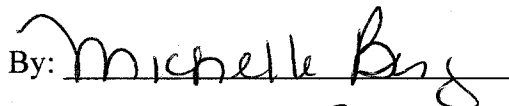
LESSOR:

FIRST UNION RAIL CORPORATION

By: Name: JACK THOMAS  
President

Title: \_\_\_\_\_

ATTEST:

By: Name: Michelle BergTitle: Office ManagerExecuted on this 26 day of January, 1998.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26 day of January, 1998.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

ARKANSAS, LOUISIANA AND MISSISSIPPI  
RAILROAD COMPANY

By: [Signature]

Name: LARRY J AHLERS

Title: PRESIDENT

ATTEST:

By: Isina D. Cason

Name: ISINA D. CASON

Title: Legal Secretary

Executed on this 12 day of January, 1998.

[CORPORATE SEAL]

STATE OF Georgia

COUNTY OF Fulton

I, Kristie D. Baker, a Notary Public in and for said state and county, certify that Larry J. Ahlers personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of January, 1998.

Kristie D. Baker  
Notary Public

My Commission Expires:

Notary Public, Gwinnett County, Georgia  
My Commission Expires Feb. 12, 2001

(Notary Public)

**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Sixty-three (63) Steel Bulkhead Flat Cars**

**Car Numbers**

ALM	000800
ALM	000801
ALM	000802
ALM	000803
ALM	000804
ALM	000805
ALM	000806
ALM	000807
ALM	000808
ALM	000809
ALM	000810
ALM	000811
ALM	000812
ALM	000813
ALM	000814
ALM	000815
ALM	000816
ALM	000817
ALM	000818
ALM	000819
ALM	000820
ALM	000821
ALM	000822
ALM	000823
ALM	000824
ALM	000825
ALM	000826
ALM	000827
ALM	000828
ALM	000829
ALM	000830
ALM	000831

ALM	000832
ALM	000833
ALM	000834
ALM	000835
ALM	000836
ALM	000837
ALM	000838
ALM	000839
ALM	000840
ALM	000841
ALM	000842
ALM	000843
ALM	000844
ALM	000845
ALM	000846
ALM	000847
ALM	000848
ALM	000849
ALM	000850
ALM	000851
ALM	000852
ALM	000853
ALM	000854
ALM	000855
ALM	000856
ALM	000857
ALM	000858
ALM	000859
ALM	000860
ALM	000861
ALM	000862

**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Twenty-five (25) 100-ton Bulkhead Flat Cars**

**Car Numbers**

ADN	000600
ADN	000601
ADN	000602
ADN	000603
ADN	000604
ADN	000605
ADN	000606
ADN	000607
ADN	000608
ADN	000609
ADN	000610
ADN	000611
ADN	000612
ADN	000613
ADN	000614
ADN	000615
ADN	000616
ADN	000617
ADN	000618
ADN	000619
ADN	000620
ADN	000621
ADN	000622
ADN	000623
ADN	000624